

## EXHIBIT 2

## AMENDMENT TO ASSET PURCHASE AGREEMENT

THIS AMENDMENT modifies that certain Asset Purchase Agreement (the "Original Agreement") dated as of January 14, 2009 between USACM Liquidating Trust ("Trust") and Debt Acquisition Company of America V, LLC ("DACA"), and is entered into with reference to the following facts:

### RECITALS

A. The Original Agreement provided in part for the sale of the Trust's right to recover Prepaid Interest to be netted by loan servicers from the proceeds of USACM originated loans. In connection with the Agreement, the Trust provided to DACA a detailed schedule of uncollected Prepaid Interest totaling \$7,129,073.63, of which \$2,051,179.27 was owing in relation to the loan known as the "Marquis Hotel"

B. Prior to the closing of the Purchase Transaction, it was determined that the \$2,051,179.27 was in error and that in fact no Prepaid Interest is owing under the Marquis Hotel Loan.

C. In order to resolve any claims that may arise from their mutual mistake with respect to the balance of interest under the Marquis Hotel loan, and in order to induce DACA to proceed to close the Purchase Transaction rather than to fail to close, the parties have agreed to adjust the Purchase Price provided for in the Original Agreement.

### AGREEMENT

WHEREFORE the parties agree as follows:

1. The Purchase Price stated in article 6 of the Original Agreement is hereby reduced from \$1,200,000.00 to \$1,000,000.00
2. All other terms and conditions of the Original Agreement shall remain the same.

USACM LIQUIDATING TRUST

By:   
Geoffrey L. Berman, Trustee

DEBT ACQUISITION COMPANY OF AMERICA V, LLC

By:   
Howard Justus, Managing Member